

**OSTER**  
**Researching Services**  
12897 Colonial Dr. • Mt. Airy, Md. 21771  
301-253-6040

RECORDATION NO. 21532 FILED

JUL 28 '98

11-01 AM

July 28, 1998

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Security Agreement dated 7/17/98 between the following parties:

Lender: Newcourt Capital USA Inc.  
70 West Madison Street  
Chicago, IL 60602

Debtor: Southern Illinois Railcar Company  
Executive Park Two  
505 Buckeye Drive  
Troy, IL 62294

The equipment included in this transaction includes 18, Covered Hoppers further described on Schedule I to this agreement.

Please record this agreement as a primary document. The filing fee of \$26 is enclosed.

Thank you for your assistance.

Sincerely,

*Mary Ann Oster*

Mary Ann Oster  
Research Consultant

Enclosures

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

JUL 28 11 01 AM '98

*Counter Part - Mary Ann Oster*

JUL 28 '98

11-01 AM

**MEMORANDUM OF SECURITY AGREEMENT**

This MEMORANDUM OF SECURITY AGREEMENT, dated as of July 17, 1998, is between Newcourt Capital USA Inc., a Delaware corporation ("Lender"), and Southern Illinois Railcar Company, an Illinois corporation ("Borrower").

1. Lender hereby extends a credit facility to Borrower pursuant to the Revolving Credit and Security Agreement (the "Security Agreement") dated as of July 17, 1998 between Lender and Borrower. The Borrower has secured its obligations under the Loan Documents by granting to Lender a security interest in eighteen (18) 100 Ton Covered Hopper Railcars, more fully described in Schedule I hereto (the "Units").

2. Borrower shall make all payments as set forth in the Security Agreement.

3. This Memorandum of Security Agreement is a summary of, and in all respects is subject to, the terms of the Security Agreement.

\* \* \*

[Memorandum of Security Agreement]

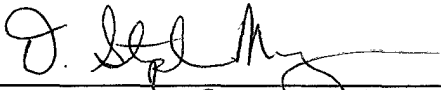
IN WITNESS WHEREOF, Lender and Borrower have each caused this Memorandum of Security Agreement to be duly executed and delivered all as of the date first above written.

LENDER:

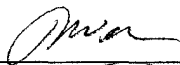
BORROWER:

NEWCOURT CAPITAL  
USA INC.

SOUTHERN ILLINOIS RAILCAR  
COMPANY

By:   
Printed Name: D. STEPHEN MENZIES  
Title: MANAGING DIRECTOR  
Dated: JULY 27, 1998

By: \_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By:   
Printed Name: J. F. WENNER  
Title: Managing Director & VP  
Dated: JULY 27, 1998

[Memorandum of Security Agreement]

IN WITNESS WHEREOF, Lender and Borrower have each caused this Memorandum of Security Agreement to be duly executed and delivered all as of the date first above written.

LENDER:


NEWCOURT CAPITAL  
USA INC.

By: \_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Dated: \_\_\_\_\_

By: \_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Dated: \_\_\_\_\_

BORROWER:

SOUTHERN ILLINOIS RAILCAR  
COMPANY

By:  \_\_\_\_\_  
Printed Name: Fred L. Pearson  
Title: President

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

"OFFICIAL SEAL"  
LOREEN R. TOMASINO  
Notary Public, State of Illinois  
My Commission Expires 07/09/01

Green R Thomas  
Notary Public

STATE OF ILLINOIS )  
COUNTY OF COOK ) SS

"OFFICIAL SEAL"  
LOREEN R. TOMASINO  
Notary Public, State of Illinois  
My Commission Expires 07/09/01

Green R Thomas  
Notary Public

NOTARIAL SEAL

My Commission Expires: 07/09/01

[Memorandum of Security Agreement]

STATE OF Illinois )  
 ) ss  
COUNTY OF Madison)

On this 24<sup>th</sup> day of July, 1998, before me personally appeared Fred L. Parsons, to me personally known, who being by me duly sworn, says that he is the President of Southern Illinois Railcar Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Janice A. Tweedy  
Notary Public

My Commission Expires: February 23, 2000

[Memorandum of Security Agreement]

**SCHEDULE I**

To Memorandum of Security Agreement  
Dated as of July 17, 1998 between  
Newcourt Capital USA Inc.  
Southern Illinois Railcar Company

18 Units of Equipment

Eighteen (18) 1978 Built, 100 Ton Covered Hopper Railcars  
with 4600 Cubic Foot Capacity

**Original Marks**

**Current Marks**

LUCX 5008  
LUCX 5014  
LUCX 5015  
LUCX 5016  
LUCX 5019  
LUCX 5022  
LUCX 5026  
LUCX 5040  
RCMX 6050  
RCMX 6051  
RCMX 6053  
RCMX 6054  
RCMX 6055  
RCMX 6056  
RCMX 6057  
RCMX 6058  
RCMX 6059  
RCMX 6060

SIRX 5008  
SIRX 5014  
SIRX 5015  
SIRX 50161  
WE 50191  
WE 50221  
SIRX 5026  
SIRX 5040  
SIRX 6050  
WE 6051  
SIRX 6053  
WE 6054  
WE 6055  
WE 6056  
SIRX 6057  
WE 6058  
SIRX 6059  
SIRX 6060